

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

SMILEDIRECTCLUB, INC., *et al.*,¹

Debtors.

Chapter 7
(Previously Chapter 11)

Case No. 23-90786 (CML)

(Jointly Administered)

Ref. Docket No. 1019 & 1050

**DIP AGENT'S AND INTERESTED PARTIES'
JOINT NOTICE OF APPEAL TO DISTRICT COURT**

Cluster Holdco LLC, in its capacity as administrative agent and collateral agent (the “DIP Agent”), by and through its counsel, DLA Piper LLP (US), and David Katzman, Steven Katzman, Susan Greenspon Rammelt, Kyle Wailes, Richard Schnall, and Camelot Venture Group (collectively, the “Interested Parties”) by and through their counsel, Benesch, Friedlander, Coplan & Arnoff, LLP, respectfully file this Joint Notice of Appeal from the Court’s (i) February 14, 2025, *Order Granting Renewed Application for Entry of an Order Authorizing the Retention and Employment of Orrick, Herrington & Sutcliffe LLP as Special Litigation Counsel to the Chapter 7 Trustee* [Docket No. 1019] (the “Orrick Retention Order”) and (ii) April 7, 2025 order denying reconsideration of the same [Docket No. 1050] (the “Denied Reconsideration Order”) under Fed. R. Bankr. P. 8003 and states as follows:

¹ A complete list of each of the Debtors in these chapter 7 cases may be obtained on the website of the Debtors’ solicitation agent (as defined herein) at <https://restructuring.ra.kroll.com/SmileDirectClub>. The location of Debtor SmileDirectClub, Inc.’s principal place of business and the Debtors’ service address in these chapter 7 cases is 1530 Antioch Pike, Antioch, Tennessee 37013.

PART 1: IDENTITY OF THE APPELLANT

1. Name of the appellants: Cluster Holdco LLC, in its capacity as administrative agent and collateral agent; David Katzman; Steven Katzman; Susan Greenspon Rammelt; Kyle Wailes; Richard Schnall; and Camelot Venture Group.

2. Position of the appellants in the bankruptcy case: Cluster Holdco LLC – Creditor; David Katzman, Steven Katzman, Susan Greenspon Rammelt, Kyle Wailes, Richard Schnall, and Camelot Venture Group – Interested Parties.

PART 2: IDENTIFY THE SUBJECT OF THIS APPEAL

3. Describe the judgment, order, or decree appealed from: the Orrick Retention Order [Docket No. 1019] (attached hereto as **Exhibit A**) and Denied Reconsideration Order [Docket No. 1050] (attached hereto as **Exhibit B**).

4. State the date on which the judgment, order, or decree was entered: the Orrick Retention Order was entered on February 14, 2025, and the Denied Reconsideration Order was entered on April 7, 2025.

PART 3: IDENTIFY THE OTHER PARTIES TO THE APPEAL

5. List the names of all parties to the judgment, order, or decree appealed from and the names, addresses, and telephone numbers of their attorneys:

Party	Attorney(s)
<p>Allison D. Byman, in her capacity as the Chapter 7 Trustee of SmileDirectClub, Inc. and the Affiliated Debtors</p> <p>BYMAN & ASSOCIATES PLLC 7924 Broadway Suite 104 Pearland, TX 77581 Telephone: (281) 884-9269 Email: adb@bymanlaw.com</p>	<p>PORTER HEDGES LLP Joshua W. Wolfshohl (TX Bar No. 24038592) Aaron J. Power (TX Bar No. 24058058) 1000 Main St., 36th Floor Houston, TX 77002 Telephone: (713) 226-6000 Email: jwolfshohl@porterhedges.com apower@porterhedges.com</p>
<p>Orrick, Herrington & Sutcliffe LLP</p> <p>ORRICK, HERRINGTON & SUTCLIFFE LLP Ryan C. Wooten, Texas Bar No. 24075308 609 Main Street, 40th Floor Houston, TX 77002-3106 Telephone: (713) 658-6400 Email: rwooten@orrick.com</p> <p>Raniero D'Aversa, Jr. (admitted <i>pro hac vice</i>) Darrell Cafasso (admitted <i>pro hac vice</i>) David Litterine-Kaufman (admitted <i>pro hac vice</i>) Nicholas Poli (admitted <i>pro hac vice</i>) Mark Franke (admitted <i>pro hac vice</i>) 51 West 52nd Street New York, NY 10019-6142 Telephone: (212) 506-5000 Email: rdaversa@orrick.com cafasso@orrick.com dlitterinekaufman@orrick.com npoli@orrick.com mfranke@orrick.com</p> <p><i>Special Litigation Counsel for the Chapter 7 Trustee</i></p>	<p>N/A</p>

DIP Agent	<p>DLA PIPER LLP (US)</p> <p>James P. Muenker 845 Texas Avenue, Suite 3800 Houston, Texas 77002 Telephone: (214) 743-4500 Email: james.muenker@us.dlapiper.com</p> <p>Brett Ingerman (admitted <i>pro hac vice</i>) Dale K. Cathell (admitted <i>pro hac vice</i>) 650 South Exeter Street, Suite 1100 Baltimore, Maryland 21202 Telephone: (410) 580-4177 Email: brett.ingerman@us.dlapiper.com dale.cathell@us.dlapiper.com</p> <p>W. Benjamin Winger (admitted <i>pro hac vice</i>) 444 West Lake Street, Suite 900 Chicago, Illinois 60606 Telephone: (312) 368-4000 Email: benjamin.winger@us.dlapiper.com</p>
Interested Parties	<p>BENESCH, FRIEDLANDER, COPLAN & ARONOFF, LLP</p> <p>David A. Rammelt (admitted <i>pro hac vice</i>) 71 South Wacker Drive, Suite 1600 Chicago, Illinois 60606 Telephone: (312) 212-4949 E-Mail: drammelt@beneschlaw.com</p> <p>Michael D. Meuti (admitted <i>pro hac vice</i>) Andrew G. Fiorella (admitted <i>pro hac vice</i>) 127 Public Square, Suite 4900 Cleveland, Ohio 44114 Telephone: (216) 363-4500 E-Mail: mmeuti@beneschlaw.com afiorella@beneschlaw.com</p> <p>Michael B. Silverstein (admitted <i>pro hac vice</i>) 41 South High Street, Suite 2600 Columbus, Ohio 43215 Telephone: (614) 223-9300 E-Mail: msilverstein@beneschlaw.com</p>

Dated: April 16, 2025

**BENESCH, FRIEDLANDER,
COPLAN & ARONOFF, LLP**

/s/ Michael B. Silverstein

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Respectfully submitted,

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Lenders*